

VEDDER PRICE

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2007 FEB 20 P 12:00

COREY L. ZARSE  
312-609-7785  
czarse@vedderprice.com

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

VEDD

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CHICA

312-60

FAX: 31.



07021187

CHICAGO • NEW YORK CITY • WASHINGTON, DC • ROSELAND, NJ

February 15, 2007

**VIA FEDEX**

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
100 F Street N.E.  
Washington, D.C. 20549

Re: **File No. 82-34758**

Henderson Group plc (f/k/a HHG plc) Exchange Act of 1934, as amended  
Pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended

PROCESSED

FEB 23 2007

THOMSON  
FINANCIAL

SUPPL

Ladies and Gentlemen:

This letter is being furnished to the Securities and Exchange Commission (the "Commission") on behalf of Henderson Group plc (f/k/a HHG plc), a company incorporated under the laws of England and Wales ("Henderson"), pursuant to Rule 12g3-2(b)(1)(iii) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As required under the rule, the documents listed on the attached Schedule A includes information that Henderson has made or is required to be made public, distributed to security holders or filed with the UK Listing Authority, the UK Registrar of Companies, the Australian Stock Exchange or the Australian Securities Investment Commission. In accordance with paragraphs (b)(4) and (b)(5) of Rule 12g3-2, this letter and the documents furnished herewith are being furnished with the understanding that such letter and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission, for any purpose, that Henderson is subject to the Exchange Act.

Please feel free to contact me at your earliest convenience if you have any questions or need any additional information. In addition, please date stamp the enclosed copy of this cover letter and return it in the enclosed self-addressed, stamped envelope.

Very truly yours,

Corey L. Zarse

CLZ/kc

Enclosures

cc: Ms. Kristin Rice  
Mark L. Winget, Esq.

CHICAGO/#1385554.18

**SCHEDULE A**

**DOCUMENTS MADE OR REQUIRED TO BE MADE PUBLIC, DISTRIBUTED TO  
SECURITY HOLDERS OR FILED WITH THE UK LISTING AUTHORITY, THE  
UK REGISTRAR OF COMPANIES, THE AUSTRALIAN STOCK EXCHANGE OR  
THE AUSTRALIAN SECURITIES INVESTMENT COMMISSION  
BY HENDERSON GROUP PLC**

- Henderson Group plc – Update of number of securities quoted on ASX, Voting Rights and Capital dated January 2, 2007.
- Henderson Group plc – Group Consolidation Waiver dated January 2, 2007
- Schedule 10 – Notification of Major Interests in Shares dated January 8, 2007
- Schedule 10 - Notification of Major Interests in Shares dated January 8, 2007
- Henderson Group plc – Notification of Transactions of Directors, Persons Discharging Managerial Responsibility or Connected Persons dated January 9, 2007
- Henderson Group plc – Block Listing Application dated January 16, 2007
- Henderson Group plc – Voting Rights and Capital dated January 19, 2007
- Henderson Group plc – Update of number of securities quoted on ASX, Voting Rights and Capital dated February 1, 2007

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JAN 20 10 18 AM  
SECURITIES  
CHICAGO



Henderson Group plc

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2007 JAN 02 09:13:00

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**Update of number of securities quoted on ASX,  
Voting Rights and Capital**

2 January 2007

The attached form provides an update to the number of CDIs quoted on the ASX and the net transfers to the CDI register during December 2006.

In conformity with the UK Transparency Directive's transitional provision 6 we would also like to notify the market of the following:

Henderson Group plc's capital consists of 902,004,831 shares with voting rights.  
Henderson Group plc holds 2,372,399 shares in Treasury.

Therefore, the total number of voting rights in Henderson Group plc is 899,632,432.

The above figure 899,632,432 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Henderson Group plc under the FSA's Disclosure and Transparency Rules.

Henderson Group plc  
4 Broadgate,  
London EC2M 2DA  
Registered in England  
No. 2072534  
ABN 30 106 988 836

## Appendix 3B

### ***New issue announcement, application for quotation of additional securities and agreement***

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5 Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Henderson Group plc

ABN

30 106 988 836

We (the entity) give ASX the following information.

#### ***Part 1 - All issues***

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |                   |  |   |             |                     |                   |               |             |                     |
|-------------------|--|---|-------------|---------------------|-------------------|---------------|-------------|---------------------|
| 1                 | +Class of +securities issued or to be issued   | CHES Depositary Interests (CDIs)  |             |                     |                   |               |             |                     |
| 2                 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <table><tbody><tr><td>532,218,043</td><td>At 30 November 2006</td></tr><tr><td><u>45,349,432</u></td><td>Net transfers</td></tr><tr><td>577,567,475</td><td>At 29 December 2006</td></tr></tbody></table> | 532,218,043 | At 30 November 2006 | <u>45,349,432</u> | Net transfers | 577,567,475 | At 29 December 2006 |
| 532,218,043       | At 30 November 2006  |   |             |                     |                   |               |             |                     |
| <u>45,349,432</u> | Net transfers  |   |             |                     |                   |               |             |                     |
| 577,567,475       | At 29 December 2006  |   |             |                     |                   |               |             |                     |
| 3                 | Principal terms of the +securities (eg. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | CDIs over fully paid ordinary shares quoted on the London Stock Exchange (LSE)  |             |                     |                   |               |             |                     |

+ See chapter 19 for defined terms.

<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>N/A</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Net transfers of securities between CDIs and ordinary shares listed on LSE</p>				
<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>Various dates during December 2006</p>				
<p>8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="787 1270 1063 1312">Number</th> <th data-bbox="1063 1270 1328 1312">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="787 1312 1063 1505">577,567,475</td> <td data-bbox="1063 1312 1328 1505">CDIs</td> </tr> </tbody> </table>	Number	*Class	577,567,475	CDIs
Number	*Class				
577,567,475	CDIs				

+ See chapter 19 for defined terms.

9 Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="787 218 1063 262">Number</th><th data-bbox="1063 218 1328 262">*Class</th></tr> </thead> <tbody> <tr> <td data-bbox="787 262 1063 462">902,004,831</td><td data-bbox="1063 262 1328 462">Fully paid ordinary shares quoted on the LSE</td></tr> </tbody> </table>	Number	*Class	902,004,831	Fully paid ordinary shares quoted on the LSE
Number	*Class				
902,004,831	Fully paid ordinary shares quoted on the LSE				
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing securities				

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the *securities will be offered  |  |
| 14 | *Class of *securities to which the offer relates  |  |
| 15 | *Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has *security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.</small><br><br><small>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |

+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   | <div style="border: 1px solid black; height: 30px;"></div> |
| 21 | Amount of any underwriting fee or commission  | <div style="border: 1px solid black; height: 30px;"></div> |
| 22 | Names of any brokers to the issue   | <div style="border: 1px solid black; height: 30px;"></div> |
| 23 | Fee or commission payable to the broker to the issue  | <div style="border: 1px solid black; height: 30px;"></div> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders   | <div style="border: 1px solid black; height: 30px;"></div> |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  | <div style="border: 1px solid black; height: 30px;"></div> |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | <div style="border: 1px solid black; height: 30px;"></div> |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | <div style="border: 1px solid black; height: 30px;"></div> |
| 28 | Date rights trading will begin (if applicable)  | <div style="border: 1px solid black; height: 30px;"></div> |
| 29 | Date rights trading will end (if applicable)  | <div style="border: 1px solid black; height: 30px;"></div> |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?   | <div style="border: 1px solid black; height: 30px;"></div> |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  | <div style="border: 1px solid black; height: 30px;"></div> |

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+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### **Entities that have ticked box 34(a)**

### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38	Number of securities for which *quotation is sought					
39	Class of *securities for which quotation is sought					
40	<p>Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend. (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example. In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and *class of all *securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">*Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	*Class		
Number	*Class					

+ See chapter 19 for defined terms.

## Quotation agreement

- 1        \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.
- 2        We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the \*securities to be quoted, it has been provided at the time that we request that the \*securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.
- 3        We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4        We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  
(Director/Deputy Company Secretary)

Date: 2 January 2007.....

Print name: Wendy King

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+ See chapter 19 for defined terms.



# Henderson Group plc

## Group Consolidation Waiver

RECEIVED  
17 JAN 2007 12:41  
HENDERSON GROUP PLC

2 January 2007

Henderson Group plc (the Group) confirms today that the UK Financial Services Authority (FSA) has granted the Group approval of its waiver application from consolidated supervision. The waiver takes effect from 1 January 2007, together with the Capital Requirements Directive, and from this date a number of accounting balances, such as goodwill, become exempt for regulatory capital purposes. The waiver ends on 31 December 2011.

When the Group announced in 2006 the potential for a further capital return of £150-200 million in 2007, allowance had already been made for either the investment firm consolidation waiver or for subordinated debt to be in place. Although the waiver provides the Group with more flexibility in respect of ongoing capital planning, we do not currently expect an increase in the quantum of the potential capital return in 2007.

Henderson Group plc  
4 Broadgate  
London EC2M 2DA  
Registered in England  
No. 2072534  
ABN 30 106 988 836

---

### For further information:

[www.henderson.com](http://www.henderson.com) or

### Investor enquiries

Mav Wynn  
Henderson Group Head of Investor Relations +44 20 7818 5135  
[investor.relations@henderson.com](mailto:investor.relations@henderson.com)

### Media enquiries

United Kingdom – Finsbury  
Andrew Mitchell +44 20 7251 3801

Australia – Cannings  
Gloria Barton +61 2 9252 0622

## SCHEDULE 10

### NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company

Henderson Group plc

2. Name of shareholder having a major interest

Australia and New Zealand Banking Group Limited ("ANZ") and each of the ANZ Subsidiaries

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

Notification is in respect of the shareholder named above, with registered holders as in 4 below. Also see Additional Information in 14 below.

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

ANZ Nominees Limited	19,618,203
JP Morgan	7,641,261
ANZ Executors and Trustee Company Limited	11,411

5. Number of shares / amount of stock acquired

477,344

6. Percentage of issued class

0.05%

7. Number of shares / amount of stock disposed

n/a

8. Percentage of issued class

n/a

9. Class of security

Ordinary shares of 10 pence each

10. Date of transaction

20 December 2006

11. Date company informed

8 January 2007

12. Total holding following this notification

27,270,875

13. Total percentage holding of issued class following this notification

3.03%

14. Any additional information

ANZ (through a wholly-owned subsidiary) currently owns 49% of the issued shares in ING Australia Limited ("INGA"). The remainder of the shares in INGA are owned by members of the ING Group. Under Section 608(3)(a) of the Australian Corporations Act 2001, ANZ is deemed (for Corporations Act purposes) to hold a relevant interest in certain securities held by INGA by virtue of ANZ's own 49% interest in INGA.

ANZ became aware that it was deemed (for the Australian Corporations Act 2001 purposes) to have a relevant interest in the Ordinary Shares of the Company of over 3% of the issued share capital of the Company because of ANZ's interest in the INGA joint venture which holds more than 3% of the shares issued by the Company.

15. Name of contact and telephone number for queries

Mrs W J King – 020-7818-4233

16. Name and signature of authorised company official responsible for making this notification

Mrs W J King – Deputy Company Secretary

Date of notification

8 January 2007

The FSA does not give any express or implied warranty as to the accuracy of this document or material and does not accept any liability for error or omission. The FSA is not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this document, or any material contained in it, or from any action or decision taken as a result of using this document or any such material.

**SCHEDULE 10**

**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

RECEIVED

2007 JAN 30 12 18 PM

2007 JAN 30 12 18 PM

1. Name of company

Henderson Group plc

2. Name of shareholder having a major interest

Commonwealth Bank of Australia and associated entities

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

Commonwealth Bank of Australia and associated entities

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

Colonial First State Investment Limited:	24,406,269
Colonial Mutual Life Assurance Society Limited:	370,202
Commonwealth Bank Officers Superannuation Corporation Pty Limited ATF	
Officers' Superannuation Fund:	2,258,018
Avanteos Investments Limited:	5,451

5. Number of shares / amount of stock acquired

27,039,940

6. Percentage of issued class

3.01%

7. Number of shares / amount of stock disposed

N/A

8. Percentage of issued class

N/A

9. Class of security

Ordinary shares of 10 pence each

10. Date of transaction

3<sup>rd</sup> January 2007

11. Date company informed

8<sup>th</sup> January 2007

12. Total holding following this notification

27,039,940

13. Total percentage holding of issued class following this notification

3.01%

14. Any additional information

N/A

15. Name of contact and telephone number for queries

Wendy King  
020 7818 4233

16. Name and signature of authorised company official responsible for making this notification

Wendy King  
020 7818 4233

Date of notification

8<sup>th</sup> January 2007

The FSA does not give any express or implied warranty as to the accuracy of this document or material and does not accept any liability for error or omission. The FSA is not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this document, or any material contained in it, or from any action or decision taken as a result of using this document or any such material.



## Henderson Group plc

### Notification of transactions of directors, persons discharging managerial responsibility or connected persons

#### Notification of Henderson Group plc, the Issuer

9 January 2007

On 8 January 2007, the Trustees of the Henderson Group Long Term Incentive Plan ("LTIP") notified the Company of the purchase of 1,000,000 Henderson Group plc CHESS Depositary Interests (CDIs) made on 3 January 2007 on behalf of the Henderson Group plc LTIP at the price of A\$ 3.5001. These will be converted into the same number of Henderson Group plc ordinary 10 pence shares.

Following acquisition of these Shares, the Trustees have a total holding of 8,345,370 Henderson Group plc ordinary shares. As Directors participating in the LTIP, Mr Roger Yates and Mr Toby Hiscock are deemed for the purposes of section 324 of the UK Companies Act 1985 to have a beneficial interest in the shares held by the Trustee.

As at 9 January 2007, the contingent entitlement of each of Mr Yates and Mr Hiscock under the rules of the LTIP is as follows:

Roger Yates - 5,363,011 – ordinary 10 pence shares  
Toby Hiscock - 1,844,224 – ordinary 10 pence shares

---

Henderson Group plc  
4 Broadgate  
London EC2M 2DA  
Registered in England  
No. 2072534 ABN 30 106 988 836

#### For further information:

[www.henderson.com](http://www.henderson.com) or

Wendy King  
Deputy Company Secretary

+44 20 7818 4233  
[wendy.king@henderson.com](mailto:wendy.king@henderson.com)

Mav Wynn  
Henderson Group plc  
Head of Investor Relations

+44 (0)20 7818 5135  
[mav.wynn@henderson.com](mailto:mav.wynn@henderson.com)





Henderson Group plc

RECEIVED

16 JAN 2007 10:00

16 JAN 2007 10:00

**Henderson Group plc  
Block Listing Application**

16 January 2007

Application has been made to the UK Listing Authority and the London Stock Exchange for a block listing of 1,000,000 Ordinary shares of 10p each under the Henderson Share Incentive Plan, to trade on the London Stock Exchange and to be admitted to the Official List upon issuance.

These securities are identical in all respects with each other and with the existing class of security.

---

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No. 2072534 ABN 30 106 988 836

**For further information:**

[www.henderson.com](http://www.henderson.com) or

Wendy King  
Henderson Group plc  
Deputy Company Secretary

+44 (0)20 7818 4233  
[wendy.king@henderson.com](mailto:wendy.king@henderson.com)



# Henderson Group plc

## Voting Rights and Capital

19 January 2007

In conformity with the UK Transparency Directive's transitional provision 6 we would like to notify the market of the following:

Since 2 January 2007, Henderson Group plc's capital has increased by 26,357 and now consists of 902,031,188 ordinary shares with voting rights. Henderson Group plc holds 2,372,399 shares in Treasury.

Therefore, the total number of voting rights in Henderson Group plc is 899,658,789.

The above figure 899,658,789 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Henderson Group plc under the FSA's Disclosure and Transparency Rules.

### For further information:

Wendy King  
Henderson Group plc  
Deputy Company secretary

+44 (0)20 7818 4233  
[wendy.king@henderson.com](mailto:wendy.king@henderson.com)

Henderson Group plc  
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Registered in England  
No. 2072534  
ABN 30 106 988 836

**Henderson Group plc**

**1 February 2007**

Attached is a notification which was required to be announced under London Stock Exchange Listing Rules.



**Henderson Group plc**

**Update of number of securities quoted on ASX,  
Voting Rights and Capital**

**1 February 2007**

The attached form provides an update to the number of CDIs quoted on the ASX and the net transfers from the CDI register during January 2007.

In conformity with the UK Transparency Directive's transitional provision 6 we would also like to notify the market of the following:

Henderson Group plc's capital consists of 902,083,097 shares with voting rights.  
Henderson Group plc holds 2,372,399 shares in Treasury.

Therefore, the total number of voting rights in Henderson Group plc is 899,710,698.

The above figure, 899,710,698, may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Henderson Group plc under the FSA's Disclosure and Transparency Rules.

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### ***New issue announcement, application for quotation of additional securities and agreement***

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Henderson Group plc

ABN

30 106 988 836

We (the entity) give ASX the following information.

#### **Part 1 - All issues**

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |             |  |  |             |                     |             |               |             |                    |
|-------------|--|--|-------------|---------------------|-------------|---------------|-------------|--------------------|
| 1           | +Class of +securities issued or to be issued   | CHESS Depositary Interests (CDIs)  |             |                     |             |               |             |                    |
| 2           | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <table border="0" style="width: 100%;"><tr><td style="text-align: right;">577,567,475</td><td>At 29 December 2006</td></tr><tr><td style="text-align: right;">(1,807,166)</td><td>Net transfers</td></tr><tr><td style="text-align: right;">575,760,309</td><td>At 31 January 2007</td></tr></table> | 577,567,475 | At 29 December 2006 | (1,807,166) | Net transfers | 575,760,309 | At 31 January 2007 |
| 577,567,475 | At 29 December 2006  |  |             |                     |             |               |             |                    |
| (1,807,166) | Net transfers  |  |             |                     |             |               |             |                    |
| 575,760,309 | At 31 January 2007   |  |             |                     |             |               |             |                    |
| 3           | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | CDIs over fully paid ordinary shares quoted on the London Stock Exchange (LSE)   |             |                     |             |               |             |                    |

+ See chapter 19 for defined terms.

<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>N/A</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Net transfers of securities between CDIs and ordinary shares listed on LSE</p>				
<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>Various dates during January 2007</p>				
<p>8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="787 1283 1063 1318">Number</th> <th data-bbox="1063 1283 1323 1318">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="787 1318 1063 1514">575,760,309</td> <td data-bbox="1063 1318 1323 1514">CDIs</td> </tr> </tbody> </table>	Number	*Class	575,760,309	CDIs
Number	*Class				
575,760,309	CDIs				

+ See chapter 19 for defined terms.

9 Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="787 218 1063 262">Number</th><th data-bbox="1063 218 1328 262"><sup>+</sup>Class</th></tr> </thead> <tbody> <tr> <td data-bbox="787 262 1063 462">902,083,097</td><td data-bbox="1063 262 1328 462">Fully paid ordinary shares quoted on the LSE</td></tr> </tbody> </table>	Number	<sup>+</sup> Class	902,083,097	Fully paid ordinary shares quoted on the LSE
Number	<sup>+</sup> Class				
902,083,097	Fully paid ordinary shares quoted on the LSE				
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing securities				

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>  <small>Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

<sup>+</sup> See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders   |  |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |

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+ See chapter 19 for defined terms.

- 32 How do \*security holders dispose of their entitlements (except by sale through a broker)?
- 33 \*Despatch date

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### **Entities that have ticked box 34(a)**

### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35 If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders
- 36 If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 A copy of any trust deed for the additional \*securities

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+ See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  
(Director/Deputy Company Secretary)

Date: 1 February 2007.....

Print name: Wendy King

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*END*

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+ See chapter 19 for defined terms.